06-15-2001

U.S. DEPARTMENT OF COMMERCE Trademark Office

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DO NOT U	SE THIS SPACE
5. Name and address of party to whom correspondence document should be mailed: Travis P. Boozer, Esq. Morgan, Lewis & Bockius LLP 1800 M Street, N.W. Washington, D.C. 20036 Telephone: 202-467-7797 Facsimile: 202-467-7176 E-Mail: tboozer@morganlewis.com	6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00 4 x \$25.00 = \$ 100.00 Total \$ 140.00 [] Authorized to be charged to deposit account 8. Deposit account number: 13-4520
4. Application number(s) or registration number(s): A. Trademark Application No.(s): 76/070,481	B. Trademark Registration No.(s): 1,260,618 1,558,361 1,622,789 1,793,811
1. Name of conveying party(ies): UDV North America, Inc. (a Connecticut corporation) 3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [X] Change of Name [] Other: Execution Date: February 15, 2001 Effective Date: March 1, 2001	2. Name and address of receiving party(ies): Guinness UDV North America, Inc. 6 Landmark Square Stamford, Connecticut 06901 [] Individual(s) citizenship: [] Association: [] General Partnership: [] Limited Partnership: [X] Corporation-State: Connecticut [] Other: If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: [] Yes; [] No (Designations must be a separate document from Assignment)

Travis P. Boogo

Name of Person Signing

OMB No. 0651-0011 (exp. 4/94)

of the original document.

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Travis P. Boozer

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TRADEMARK REEL: 002314 FRAME: 0243

Total number of pages including cover sheet, attachments and document: 2

June 7, 2001

FILED 02/16/2001 10.19 AM PAGE 01515 SECRETARY OF THE STATE CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE AMENDING THE CERTIFICATE OF INCORPORATION OF UDV NORTH AMERICA, INC.

The undersigned officer of UDV North America, Inc. a Connecticut corporation (the "Corporation"), hereby cartifies that:

- (1) The name of the Corporation is UDV North America, Inc.
- (2) The Certificate of incorporation of the Corporation is hereby amended in accordance with the following resolution:

RESOLVED, That effective March 1, 2001, the Article First of the Certificate of Incorporation of the Company be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Guinness UDV North America, Inc.

(3) The resolution set forth above was approved by the sole shareholder of the Corporation pursuant to Section 33-698 of the Connecticut General Statutes on February 15, 2001. No shares are required to be voted as a class. The total number of shares entitled to vote on the amendment was as follows:

Total Number of Shares Voted: 1,000

Vote Favoring Adoption: 1,000

(4) The Board of Directors further approved the amendment to the Certificate of Incorporation pursuant to Section 33-749 of the Connecticut General Statutes on February 15, 2001 by passing the following resolution:

RESOLVED. That effective March 1, 2001, the Article First of the Certificate of incorporation of the Corporation be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Guinness UDV North America, Inc.

- (5) Pursuant to the resolutions of amendment, this Certificate of Amendment shall become effective at 12:00 s.m. on March 1, 2001.
- (6) Dated this 15th Day of February 2001.

UDV NORTH AMERICA, INC.

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RECORDED: 06/07/2001

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